

DECLARATION ON CORPORATE GOVERNANCE

(Sect. 289f German Commercial Code HGB; Sect. 315d HGB)

The Declaration on Corporate Governance pursuant to Sect. 289f HGB and Sect. 315d HGB includes the Declaration of Conformity in accordance with Sect. 161 of the German Stock Corporation Act (AktG), relevant information concerning Company management practices and a description of the working methods of the Management Board and the Supervisory Board, as well as disclosures pursuant to Sect. 289f Para. 2 No. 4 HGB concerning regulations promoting the equal representation of women and men in leading positions.

This declaration is part of the Management Report of YOC AG and the Group for the financial year 2021.

Pursuant to Section 317 (2) Sentence 6 of the German Commercial Code (HGB), the disclosures pursuant to Section 289f (2) of the German Commercial Code (HGB) and Section 315d of the German Commercial Code (HGB) are not to be included in the audit by the auditor.

DECLARATION ON THE GERMAN CORPORATE GOVERNANCE CODE BY THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF YOC AG PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (DECLARATION OF CONFORMITY 2021)

Pursuant to section 161 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of a listed stock corporation must declare annually that the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the Federal Gazette have been and are being complied with or which recommendations have not been or are not being applied and why not.

The declaration shall be made publicly available on the Company's website.

The German Corporate Governance Code (GCGC) contains regulations of varying binding effect.

In addition to descriptions of the applicable stock corporation law, it contains recommendations from which companies may deviate; however, they are then obliged to disclose this annually.

According to Section 161 of the German Stock Corporation Act (AktG), deviations from the recommendations of the GCGC must also be justified. In addition, the GCGC contains suggestions from which deviations may be made without disclosure.

The declaration concerns the period since the last declaration of conformity of February 2021 and refers to the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of 16 December 2019 ("GCGC 2020").

The declaration has been made permanently available to the public on the Company's website (www.yoc.com) under "Investor Relations".

Earlier versions of the Declaration of Conformity can also be found there.

INFORMATION ON COMPENSATION

The compensation report for the last financial year and the auditor's report pursuant to Section 162 of the German Stock Corporation Act, the applicable compensation system pursuant to Section 87a (1) and (2) Sentence 1 of the German Stock Corporation Act and the last compensation resolution pursuant to Section 113 (3) of the German Stock Corporation Act have been made publicly available on the Company's website at <https://yoc.com/de/investor-relations-yoc/management-corporate-governance/>.

INFORMATION CONCERNING CORPORATE GOVERNANCE PRACTICES

BASIC PRINCIPLES

Sustainable economic, ecological and social action is a defining element of the corporate culture at YOC AG. This also includes integrity in dealings with employees, investors, customers, suppliers, authorities, interest groups, other stakeholders and the public. YOC AG is a stock corporation with its registered office in Germany.

The framework for corporate governance therefore derives from German law, in particular the stock corporation and capital market legislation, as well as the German Corporate Governance Code (as far as no deviations to it were declared), the YOC AG articles of association and the Management and Supervisory Boards' rules of procedure.

Being a service Company, YOC AG depends on its ability to win and maintain the trust of its customers and business partners through exemplary behaviour. The objective is to act in a credible, trustworthy and reliable manner and to convey a corresponding image.

TRANSPARENCY

A uniform, comprehensive and prompt information policy in relation to employees, investors, customers, suppliers, authorities, interest groups and other stakeholders ranks high in importance at YOC AG.

The aforementioned parties are all provided with information by YOC AG on a uniform, comprehensive, prompt and simultaneous basis. The business situation and operating results of YOC AG and YOC Group are reported in the annual report, the mid-year report and the interim reports. In addition, so-called ad hoc announcements pursuant to Article 17 of the Market Abuse Regulation are published via a European media bundle and on the Company's website to the extent required by law.

All announcements, presentations and communications as well as the current financial calendar can be viewed on the Company's web pages (www.yoc.com) under "Investor Relations".

Changes in the composition of the shareholder structure (Announcements of Voting Rights, Sect. 33 et seq. WpHG) and any transaction conducted on own account of individuals holding management positions within YOC AG, as well as persons closely associated with them, relating to shares or debt instruments of YOC AG and to derivatives or other financial instruments linked thereto (Directors' Dealings according to Art. 19 EU Regulation 596/2014 (Market Abuse Regulation)) are also published by the Company.

YOC AG furthermore keeps an insider list according to Art. 18 EU Regulation 596/2014. The individuals who are to be included in the insider list are informed of the legal duties and sanctions.

RISK MANAGEMENT

YOC Group is a provider of product-based mobile advertising technology and as such is exposed to many of the opportunities and risks specific to the industry as well as to the Company itself.

YOC AG has an established, comprehensive and effective system which enables the Company to detect, assess, report on and deal with opportunities and risks associated with all functions and business processes at an early stage. The objective of this system is to systematically detect risks at the earliest possible time, assess the likelihood of their occurrence, estimate their potential qualitative and quantitative effects and initiate effective countermeasures.

Risk management is regularly discussed and further developed at Management Board and Supervisory Board level. Risks arising from the Corona pandemic continue to be constantly monitored and discussed by the Management Board and Supervisory Board on an ongoing basis.

Further information on the Company's risk management, the specific risks it faces and the accounting-related internal control and risk management can be found in the Risk Report, which is part of the Company's Group Management Report.

DESCRIPTION OF THE OPERATING PRINCIPLES OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

As a German stock corporation, YOC AG is subject to the German Stock Corporation Act. This means that a dual management system is prescribed by law. In the dual management system, management (Management Board) and business control (Supervisory Board) are strictly separated in terms of personnel. The Management Board and Supervisory Board have independent competences, as simultaneous activity on the Supervisory Board and Management Board is not legally permissible.

The Management Board manages the Company, while the Supervisory Board advises and monitors the Management Board. In doing so, the Management Board and the Supervisory Board work together closely and in a spirit of trust in the fulfilment of their legal duties.

MANAGEMENT BOARD

The Management Board has sole responsibility for the management of the Company. It has a duty to act in the interest of the Company and is committed to the sustainable development of the Company.

The Management Board responsibilities include determining the Company's strategic direction in consultation with the Supervisory Board and managing the business of the Company. The Management Board manages the Company's business in accordance with the relevant laws, the Articles of Association and its Rules of Procedure.

The members of the Management Board bear joint responsibility for corporate governance, work together cooperatively and keep each other regularly informed of important actions and events in their business areas.

The members of the Management Board are appointed by the Supervisory Board. The term of office served by Management Board members must not exceed five years. Management Board members may however be appointed more than once.

The Supervisory Board may appoint a member of the Management Board as Chairman of the Management Board. The Management Board of YOC AG currently has only one member.

Mr Dirk-Hilmar Kraus has been appointed to the Management Board of YOC AG with effect from 10 September 2013 and has assumed the function of CEO of the Company. Since October 2016, Dirk-Hilmar Kraus has been the sole member to the YOC AG Management Board.

The Management Board works closely with the Supervisory Board and reports to the Supervisory Board regularly, promptly and in full on significant matters relating to business development, strategy and planning, the Group's risk situation and compliance, and consults with the Supervisory Board before making any significant strategic decision.

The Management Board is responsible for preparing the quarterly reports, the half-yearly and annual financial statements of YOC AG and the consolidated financial statements.

In addition, the Management Board regularly consults with the members of the second management level of the Company. The Management Board has not formed any committees. The work of the Management Board is governed by the rules of procedure. The rules of procedure contain the basic principles for the management of the Management Board members, the matters reserved for the Management Board as a whole and the unanimity required for Management Board resolutions in the case of two Management Board members.

The rules of procedure can be found on the Company's website at <https://yoc.com/de/investor-relations-yoc/management-corporate-governance/>.

SUPERVISORY BOARD

The Supervisory Board is responsible for advising and monitoring the Management Board. It is involved in strategy and planning as well as in all issues of fundamental importance to the Company. Major decisions of the Management Board require its approval.

These include decisions or measures that fundamentally change the asset, financial or earnings situation of the Company.

This also includes the corporate planning for the following year (budget) prepared by the Company once a year, which is presented by the Management Board to the Supervisory Board, discussed with it and adjusted if necessary. The Supervisory Board also commissions the auditor appointed by the Annual General Meeting.

The Supervisory Board holds at least four meetings a year.

The Supervisory Board of YOC AG consists of three members, none of whom were previously members of the Company's Management Board. The Supervisory Board is elected by the Annual General Meeting.

YOC AG has formed an audit committee consisting of all three members of the Supervisory Board with effect from 01 July 2021. The Supervisory Board has unanimously decided that Mr Graf Lambsdorff will chair the audit committee. Due to its size, the Supervisory Board of YOC AG has not formed any other committees.

The working methods of the Supervisory Board are governed by rules of procedure. Resolutions of the Supervisory Board are usually passed in face-to-face meetings; in addition, meetings and resolutions may also be passed in writing, by telephone, by telex or by other means of telecommunication.

The Management Board of the Company attends the meetings when necessary, and other members of the extended management of the Company are also invited to the meetings when necessary.

In accordance with the recommendation of the German Corporate Governance Code as amended on 16 December 2019, the Supervisory Board also meets regularly without the Management Board.

The agenda and proposed resolutions for the Supervisory Board meetings are communicated in writing to all participants sufficiently in advance of the meetings.

In the event of the need for resolutions at short notice, such resolutions are adopted by written circulation procedure, if necessary. All Supervisory Board meetings are minuted in writing.

The Chairman of the Supervisory Board explains the activities of the Supervisory Board annually at the Annual General Meeting and in his report to the shareholders, which is printed in the Company's annual report.

In the past financial year 2021, the Supervisory Board assessed how effectively the Supervisory Board performs its work as part of a self-assessment.

Within the framework of the self-assessment, the board discussed the work performed in the Supervisory Board in the past year, the cooperation, the flow of information, the organisation and execution of the meetings as well as the risk management and accounting as well as the strategy development in the Supervisory Board and Management Board.

The self-assessment was carried out on the basis of detailed questionnaires and interviews with all members of the Supervisory Board to discuss more complex issues and to deepen the knowledge and observations gained.

According to the assessment of the Supervisory Board, the members of the Supervisory Board Mr Dr Nikolaus Breuel, Mr Konstantin Graf Lambsdorff and Mr Sacha Berlik are independent in the sense of the German Corporate Governance Code.

----- DIVERSITY CONCEPT

The Management Board and Supervisory Board of YOC AG have hitherto not formulated an individual diversity concept in accordance with Sect. 289f Para. 2 No. 6 HGB concerning the composition of the body authorised to represent the group and of the Supervisory Board with regard to aspects such as age, gender, educational or professional backgrounds.

The Management Board and the Supervisory Board opine that aside from the objectives for the composition of Management Board and Supervisory Board and the measures so far implemented and projected to foster diversity, an additional diversity concept does not effectuate a substantial additional value. The Management Board and the Supervisory Board will, however, reevaluate in financial year 2022 whether an individual diversity concept will be developed.

SPECIFICATIONS PROMOTING THE EQUAL PARTICIPATION OF WOMEN AND MEN IN LEADING POSITIONS

The "Act on the Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector" requires the Management and Supervisory Boards of certain companies in Germany to set targets for the proportion of women on the Supervisory Board, Management Board and the subsequent two management levels and to determine by when the respective proportion of women is to be achieved.

REPRESENTATION OF WOMEN ON THE SUPERVISORY BOARD

The Supervisory Board of YOC AG had resolved that up to the fixed date of 30 June 2017, the status quo of the representation of women on the Supervisory Board was to be retained and a target figure of 0 % thus to be pursued.

This objective was met at the expiry of this period. The Supervisory Board of YOC AG presently still includes no women.

As an expansion of the Supervisory Board is not intended and a change to the Supervisory Board personnel is neither targeted nor foreseeable due to the current members' expertise which is of great importance to the Company, the YOC AG Supervisory Board has agreed effective 30 June 2017, that the status quo for the representation of women on the Supervisory Board will be maintained and hence a target figure of 0 % is envisaged until 30 June 2022.

REPRESENTATION OF WOMEN ON THE MANAGEMENT BOARD

The YOC AG Supervisory Board had resolved that up to the fixed date of 30 June 2017, the status quo of the representation of women on the Management Board was to be retained and a target figure of 0 % thus to be pursued.

This objective was met at the expiry of this period. The Management Board of YOC AG presently still includes no women.

As an expansion of the Management Board and a change to the Board's personnel are neither intended nor foreseeable, the YOC AG Supervisory Board has agreed effective 30 June 2017, that the status quo for the representation of women on the Management Board shall be maintained and hence a target figure of 0 % is envisaged until 30 June 2022.

REPRESENTATION OF WOMEN IN THE TWO LEVELS OF MANAGEMENT BELOW THE MANAGEMENT BOARD

The Management Board of YOC AG had resolved that by 30 June 2017 at least 20 % of the positions within the first level of management below the Management Board shall be held by women. At the expiry date one director position was held by a woman. This corresponds to 33.33 %.

The Management Board of YOC AG had resolved with effect from the end of 30 June 2017 that by 30 June 2022 at least 20 % of the positions within the first level of management below the Management Board shall again be held by women. The first level of management below the Management Board corresponds with the level of Directors. With the same deadline of 30 June 2017, at least 20 % of the positions within the second level of management below the Management Board shall be held by women. As of 30 June 2017, 50 % of these positions were held by women.

With the deadline of 30 June 2022, at least 20 % of the positions within the second level of management below the Management Board shall again be held by women. The second level of management below the Management Board includes the "Head of" level.